

Hearing Date and Time: June 21, 2018 at 11:00 a.m. (Prevailing Eastern Time)
Objection Deadline: June 4, 2018 at 4:00 p.m. (Prevailing Eastern Time)

PROSKAUER ROSE LLP

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

**TRANSCARE CORPORATION, *et al.*,
Debtors.**

**SALVATORE LAMONICA, as Chapter 7 Trustee
for the Estates of TransCare Corporation, et al.,**

Plaintiff,

v.

LYNN TILTON, et al.,

Defendants.

Chapter 7

Case No. 16-10407 (SMB)

(Jointly Administered)

Adv. Proc. No. 18-01021

**NOTICE OF DEFENDANTS' MOTION TO DISMISS CERTAIN CLAIMS ASSERTED
IN THE CHAPTER 7 TRUSTEE'S ADVERSARY COMPLAINT**

PLEASE TAKE NOTICE that pursuant to the accompanying Memorandum of Law In Support of Defendants' Motion to Dismiss Certain Claims Asserted In the Chapter 7 Trustee's Adversary Complaint, and upon all prior proceedings heretofore had herein, Defendants,¹ through their undersigned counsel, Proskauer Rose LLP, will move before the Honorable Stuart M. Bernstein, United States Bankruptcy Judge for the Southern District of New York (the "Bankruptcy Court"), One Bowling Green, Courtroom 723, New York, New York 10004-1408, on **June 21, 2018 at 10:00 a.m.** (the "Hearing Date") for entry of an Order pursuant to Rules 8, 9(b), 12(b)(1) and 12(b)(6) of the Federal Rules of Civil Procedure, made applicable herein by Rules 7008, 7009 and 7012 of the Federal Rules of Bankruptcy Procedure, dismissing the following Counts in the Adversary Complaint as asserted against the Defendants (the "Motion"):

- A. Claims asserted in Counts I (Breach of Loyalty), II (Aiding and Abetting Breach of Loyalty), and VI (Lender Liability) of the Complaint against all Defendants stemming from the WARN adversary proceeding;
- B. Counts II (Aiding and Abetting Breach of Loyalty) and VI-IX of the Complaint against the Entity Defendants;
- C. Counts VII (Fraudulent Transfer) and VIII (Recovery of Avoided Transfers) of the Complaint against all Defendants except PPAS;
- D. Count III (Equitable Subordination) of the Complaint against Defendant Patriarch Partners; and

¹ The Defendants in this adversary proceeding are: Lynn Tilton, Patriarch Partners Agency Services, LLC ("PPAS"), Patriarch Partners, LLC ("Patriarch Partners"), Patriarch Partners Management Group, LLC ("PPMG"), Ark II CLO 2001-1, Limited, Ark Investment Partners II, L.P., LD Investments, LLC, Patriarch Partners II, LLC, Patriarch Partners III, LLC, Patriarch Partners VIII, LLC, Patriarch Partners XIV, LLC, Patriarch Partners XV, LLC, Transcendence Transit, Inc., and Transcendence Transit II, Inc. As used herein, the term "Entity Defendants" refers collectively to all defendants except Ms. Tilton.

E. Count V (Objections to Claims, Lien Avoidance) of the Complaint against Defendants Patriarch Partners and PPMG.

PLEASE TAKE FURTHER NOTICE that any response or objection (the “Objection”) to the Motion must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Bankruptcy Rules, and shall be filed with the Bankruptcy Court (a) by attorneys practicing in the Bankruptcy Court, including attorneys admitted *pro hac vice*, electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov), and (b) by all other parties in interest, on a CD-ROM, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and served in accordance with General Order M-399 so as to be received no later than **June 4, 2018 at 4:00 p.m.** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that if no Objection is timely filed and served with respect to Motion, the Defendants may, on or after the Objection Deadline, submit to the Bankruptcy Court an order substantially in the form of the proposed Exhibit A, which order may be entered with no further notice or opportunity to be heard.

Dated: May 4, 2018
New York, New York

PROSKAUER ROSE LLP

By: /s/ Michael T. Mervis

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